

### FORM D

# 05004086

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

	OMB APPROVAL
OMB NUMBER:	3235-00

OWR NOWR

3235-0076

Expires:

May 31, 2005

Estimated average burden

□ other (please specify):

hours per response......1.00

FORM D
NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series C Preferred Stock	RECD S.E.C.
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section 4(6)  Type of Filing: ■ New Filing □ Amendment	FEB 2 2 2005
A. BASIC IDENTIFICATION DATA	1086
Enter the information requested about the issuer	
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)	
Azea Networks, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) Te	ephone Number (Including Area Code)
233 Needham Street, Suite 200, Newton, MA 02164 +4	4 (0) 1708 335 400
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	ephone Number (Including Area Code)
Brief Description of Business: submarine networks solutions provider	· V

## GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

Type of Business Organization

corporation

□ business trust

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

■ Actual

□ Estimated

□ limited partnership, already formed

☐ limited partnership, to be formed

Month Year

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



Enter the information requested for t     Each promoter of the issuer, if     Each beneficial owner having t     Each executive officer and dire     Each general and managing pa	the issuer has be the power to vot ector of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	-				
White Coatt					
White, Scott  Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
Submission of Anglidolice Fiduless	(I various aira :	outer, eny, state, zap eo	<b>u</b> c)		
c/o Azea Networks, Inc., 233 Needham	Street, Suite 20	0, Newton, MA 02164			·
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Barnes, Stuart					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
of Area Naturally II-s 222 No. 21	S	0 No. 4 NA 02164			
c/o Azea Networks, Inc., 233 Needham S Check Box(es) that Apply:	Promoter □	U, Newton, MA 02164  □ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Floiliotei	Delicitat Owlici	□ Executive Officer	■ Director	General and/of Managing Parties
Tour Mane Most, it many rodal)					
Brooke, Jamie					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
c/o Azea Networks, Inc., 233 Needham	Street, Suite 20	0, Newton, MA 02164			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Caldan Launk					
Golden, Joseph  Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
2 sames of registrate / isaless	(TVallioof and E	occi, eny, otate, eap est	30)		
c/o Accel Partners, 16 St. James Street,	London SW1A	1ER, United Kingdom			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Montanus, Gerard					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Azea Networks, Inc., 233 Needham	Straat Suita 20	0 Nowton MA 02164			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B 1 tomotes	- Denencial Owner	D Executive Officer	<u> </u>	Ocheral and of Managing Lattice
( ()					
Accel Europe L.P.	<u> </u>	0. 0. 0. 0.			
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Accel Partners, 16 St. James Street,	London SW1A	1ER, United Kingdom			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Atlas Venture Fund VI, L.P.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	(		,		
890 Winter Street, Suite 320, Waltham,			···		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Quester Venture Partnership					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Quester Capital Management Limit	ed. 29 Aneen A	nne's Gate, London SW	TH 9RU, United Kinada	1773	
Casses cabient trumpentent Dilling	, -> 20000 13	b Gate, Donath Diff	/ Do, Canton Abrigat		

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary:)

		A. BASIC IDENT	IFICATION DATA		
<ul> <li>Each executive officer and dire</li> <li>Each general and managing par</li> </ul>	the issuer has be he power to vote ctor of corporate	or dispose, or direct the issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Quester VCT 4 plc					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	1.000		411 07011 11 14 1171 . 1		
c/o Quester Capital Management Limite Check Box(es) that Apply:	Promoter □ Promoter	Beneficial Owner	☐ Executive Officer	m □ Director	Conord and/or Managing Portner
Full Name (Last name first, if individual)	Promoter	Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
,					
Lago Venture Fund One Limited	41 1 12	C': C: Z' C			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Lyford Manor, West Building, Lyford (	Cay, P.O. Box N	l-7776 (slot 193), Nassau	, Bahamas		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	2 Beneficial 5 miles	El Excedit Connect	2 Director	D Ochean and or Managing Farmer
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	(, , , , , , , , , , , , , , , , , , ,		<b></b> /		
Check Box(es) that Apply:					
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	/		/		
Check Roy(es) that Apply			_ n .: 000		
Check Box(es) that Apply:  Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
run rame (Last name urst, ii moividual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

	B. INFORMATION ABOUT OFFERING			
-			r'es	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?			•
	Answer also in Appendix, Column 2, if filing under ULOE.			
2.	What is the minimum investment that will be accepted from any individual?	\$	n/a	
2	Does the offering permit joint ownership of a single unit?	,	res	No
3.				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.			
Full Non	Name (Last name first, if individual) ne.			
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)			
Nan	ne of Associated Broker or Dealer			
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers			
	(Check "All States" or check individual States)	All St	ates	
_ [ _ [	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	H] _ M] _ O] _ W] _	IS] R]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		<del></del>	
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)			
Nan	ne of Associated Broker or Dealer			
мал	in of Associated Dioker of Dealer			
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers			
	(Check "All States" or check individual States)	All St	ates	
ī	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	[H	n	_ [ID]
j_	[IL] _ [IN] _ [IA} _ [KS] _ [KY] _ (LA] _ [ ME] _ [MD] _ [MA] _ [MI] _ [MN]	_ [M	1S)	_ [MO]
	[MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	O] _ W] _		_ [PA] _ [PR]
	Name (Last name first, if individual)			
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)			
Nan	ne of Associated Broker or Dealer			
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers			
	(Check "All States" or check individual States)	All St	ates	
_ { _ [	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [H] _ _ [M] _ _ [0] _ _ [W]	iS] R]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left( \mathbf{r}\right) =\left( \mathbf{r}\right)$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>15,000,009</u>	\$ 8,000,007
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ 15,000,009	\$ 8,000,007
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	9	\$ <u>8,000,007</u>
	Non-accredited Investors	<del></del>	\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		¥ <u></u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	A-A	\$
	Total		·
	10(a)		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		•
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		•
			<b>J</b>
	Legal Fees		\$ <u>75,000</u>
	Accounting Fees		\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)	а	\$
	Other Expenses (identify)		\$
	Total	•	\$ <u>75,000</u>

	C. OFFERING PE	CICE, NUMBER OF INVESTORS, EX	PENSES AN	D USE OF PROCEEDS		
	Enter the difference between the aggregate of and total expenses furnished in response to Par adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is th	è		\$,	14,925,069
	ndicate below the amount of the adjusted gross or each of the purposes shown. If the amount fi and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an o e cotal of the payments listed must equal	stimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		٥	s	٥	\$
	Purahase of real epiteto		0	\$	0	\$
	Purchase, rental or leasing and installation of the	schincry and equipment	۵	\$	0	\$
	Construction or leasing of plant buildings and fa	cilibies	0	\$	D	\$
	Acquisition of other business (including the val	ue of securities involved in this offering				
	hat may be used in exchange for the assets or so		b	\$	۵	\$
	Repayment of indebtedness			\$		S
	Working capital			\$	=	\$ 14,925,889
	Other (specify):			\$	0	\$
				<del></del>	_	-
				<b>s</b>		•
	Column Totals		_	s 0	_	\$ 14,925,009
	Tutel Payments Listed (column totals added)		-	<del></del>	,925,009	<u> </u>
	, , , , , , , , , , , , , , , , , , , ,					
_						
		D. FEDERAL SIGNAT	URE			
ш	isuer has duly caused this notice to be signed by dertaking by the issuer to furnish to the U.S. Secondited investor pursuant to paragraph (b)(2) or	the undersigned duly authorized person, urities and Exchange Commission, upon	If this notice	is filed under Rule 505, the St of its staff, the information	following s	signature constitu by the issuer to
ur n⊸	dertaking by the issuer to furnish to the U.S. Sec	the undersigned duly authorized person, urities and Exchange Commission, upon	If this notice	is filed under Rule 505, the st of its staff, the information Date February 14, 30	n furnished	signature constitution to the same to the